

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

INSULATORS AND ASBESTOS )  
WORKERS LOCAL NO. 14 PENSION )  
FUND, Derivatively on Behalf of 3M )  
COMPANY, )

Plaintiff, )

v. )

GEORGE W. BUCKLEY, LINDA G. )  
ALVARADO, VANCE D. COFFMAN, )  
MICHAEL L. ESKEW, W. JAMES )  
FARRELL, HERBERT L. HENKEL, )  
EDWARD M. LIDDY, ROBERT S. )  
MORRISON, AULANA L. PETERS, )  
ROZANNE L. RIDGEWAY, PATRICK D. )  
CAMPBELL, MOE S. NOZARI, )  
FREDERICK J. PALENSKY, RICHARD )  
F. ZIEGLER, )

Defendants, )

and )

3M COMPANY, a Delaware Corporation, )

Nominal Defendant. )

C.A. No. 07-416-GMS

**JURY TRIAL DEMANDED**

**THE INDEPENDENT DIRECTORS' MOTION TO DISMISS THE  
COMPLAINT FOR FAILURE TO STATE A CLAIM AND JOINDER  
IN THE OFFICER DEFENDANTS' MOTION TO DISMISS THE  
COMPLAINT AND OPENING BRIEF IN  
SUPPORT OF THEIR MOTION TO DISMISS**

Linda G. Alvarado, Vance D. Coffman, Michael L. Eskew, W. James Farrell, Herbert L. Henkel, Edward M. Liddy, Robert S. Morrison, Aulana L. Peters, and Rozanne L. Ridgeway (the "Independent Directors") hereby move this Court pursuant to Fed. R. Civ. P. 12(b)(6) and the Private Litigation Securities Reform Act of 1995 ("PSLRA"), 15 U.S.C. § 78u-4(b) for an order

dismissing the Complaint. The Independent Directors join in and incorporate by reference Officer Defendants' Motion To Dismiss The Complaint (D.I. 26) and Opening Brief In Support Of Their Motion To Dismiss The Complaint (D. I. 27) as if fully set forth herein.

OF COUNSEL:

Paul H. Dawes  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, California 94025  
(650) 328-4600

J. Christian Word  
Kevin H. Metz  
Latham & Watkins LLP  
555 Eleventh St. NW  
Washington, DC 20004  
(202) 637-2200

Dated: September 10, 2007



Daniel A. Dreisbach (#2583)  
Steven J. Fineman (#4025)  
Geoffrey G. Grivner (#4711)  
Richards, Layton & Finger  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
(302) 651-7700  
Dreisbach@rlf.com  
Fineman@rlf.com  
Grivner@rlf.com

Attorneys for 3M Company, Linda G. Alvarado, Vance D. Coffman, Michael L. Eskew, W. James Farrell, Herbert L. Henkel, Edward M. Liddy, Robert S. Morrison, Aulana L. Peters, and Rozanne L. Ridgway

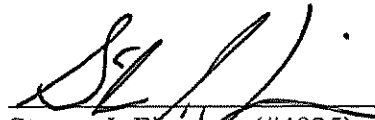
**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I hereby certify that on September 10, 2007, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered to the following:

Seth D. Rigrodsky, Esquire  
Brian D. Long, Esquire  
Rigrodsky & Long, P.A.  
919 N. Market Street, Suite 980  
Wilmington, DE 19801

Philip A. Rovner, Esquire  
Potter Anderson & Corroon, LLP  
1313 N. Market Street  
Hercules Plaza, 6th Floor  
P.O. Box 951  
Wilmington, DE 19899-0951

  
Steven J. Fineman (#4025)  
fineman@rlf.com

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

INSULATORS AND ASBESTOS )  
WORKERS LOCAL NO. 14 PENSION )  
FUND, Derivatively on Behalf of 3M )  
COMPANY, )

C.A. No. 07-416-GMS

Plaintiff, )

v. )

**JURY TRIAL DEMANDED**

GEORGE W. BUCKLEY, LINDA G. )  
ALVARADO, VANCE D. COFFMAN, )  
MICHAEL L. ESKEW, W. JAMES )  
FARRELL, HERBERT L. HENKEL, )  
EDWARD M. LIDDY, ROBERT S. )  
MORRISON, AULANA L. PETERS, )  
ROZANNE L. RIDGEWAY, PATRICK D. )  
CAMPBELL, MOE S. NOZARI, )  
FREDERICK J. PALENSKY, RICHARD )  
F. ZIEGLER, )

Defendants, )

and )

3M COMPANY, a Delaware Corporation, )

Nominal Defendant. )

**ORDER**

The Court having considered The Independent Directors' Motion To Dismiss For Failure To State A Claim and the Officer Defendants' Opening Brief In Support Of Their Motion To Dismiss, and good cause having been shown,

IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2007 that the Independent Directors' Motion is GRANTED.

\_\_\_\_\_  
United States District Court Judge